

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
CORE SCIENTIFIC, INC., et al.,	§	Case No. 22-90341 (DRJ)
	§	
	§	(Jointly Administered)
Debtors.¹	§	(Emergency Hearing Requested)
	§	Re: Docket Nos. 38, 130, 378, 389, 424

**NOTICE OF FILING OF FURTHER REVISED
PROPOSED ORDER (I) AUTHORIZING THE DEBTORS
ON AN INTERIM BASIS TO (A) OBTAIN SENIOR
SECURED NON-PRIMING SUPERPRIORITY
REPLACEMENT POSTPETITION FINANCING AND
(B) USE CASH COLLATERAL, (II) AUTHORIZING THE DEBTORS
TO REFINANCE EXISTING POSTPETITION FINANCING ON A
FINAL BASIS, (III) GRANTING LIENS AND PROVIDING CLAIMS
WITH SUPERPRIORITY ADMINISTRATIVE EXPENSE STATUS,
(IV) GRANTING ADEQUATE PROTECTION TO THE
PREPETITION SECURED PARTIES ON A FINAL BASIS,
(V) MODIFYING THE AUTOMATIC STAY, (VI) SCHEDULING
A FINAL HEARING, AND (VII) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE THAT, on January 30, 2023, the Debtors filed the *Notice of Filing Proposed Interim Order (I) Authorizing the Debtors to (A) Obtain Senior Secured Non-Priming Superiority Replacement Postpetition Financing, (B) Use Cash Collateral, and (C) Pay Off Existing Postpetition Financing Facility, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

Prepetition Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief (Docket No. 378) (the “**Initial Notice**”).

PLEASE TAKE FURTHER NOTICE THAT, with the Initial Notice, the Debtors filed, as Exhibit A thereto a proposed form of order that, among other things, contemplated the Debtors’ entry into replacement postpetition financing on a superpriority, non-priming, senior secured basis, as further described therein and in the Replacement DIP Motion (as defined below) (the “**Initial Proposed Replacement Interim DIP Order**”), and as Exhibit B thereto a redline reflecting changes between the original interim DIP order filed at Docket No. 130 and Initial Proposed Replacement Interim DIP Order.

PLEASE TAKE FURTHER NOTICE THAT, on January 31, 2023, the Debtors’ filed the *Emergency Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Replacement Senior Secured Non-Priming Superpriority Postpetition Financing, (B) Use Cash Collateral, and (C) Pay Off Existing Postpetition Financing Facility, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to The Prepetition Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief* (Docket No. 389) (the “**Replacement DIP Motion**”).

PLEASE TAKE FURTHER NOTICE THAT, on February 1, 2023 the Debtors’ filed a *Notice of Filing of Revised Proposed Order (I) Authorizing the Debtors on an Interim Basis to (A) Obtain Senior Secured Non-Priming Superpriority Replacement Postpetition Financing and (B) Use Cash Collateral, (II) Authorizing the Debtors To Refinance Existing Postpetition Financing on a Final Basis, (III) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Secured*

Parties on a Final Basis, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 424), with a proposed order appended thereto as Exhibit A (the “**Revised Proposed Replacement Interim DIP Order**”). A redline comparing the Revised Proposed Replacement Interim DIP Order and the Initial Proposed Replacement Interim DIP Order was appended thereto as Exhibit B.

PLEASE TAKE FURTHER NOTICE THAT a hearing (the “**Hearing**”) has been held on **February 1, 2023, at 11:30 a.m. (prevailing Central Time)** before the Honorable David R. Jones, United States Bankruptcy Judge for the Southern District of Texas, Houston Division, to consider the Replacement DIP Motion.

PLEASE TAKE FURTHER NOTICE THAT in accordance the Hearing the Debtors’ have further revised the Revised Proposed Replacement DIP Order, the revisions are reflected in the proposed form of *Order (I) Authorizing the Debtors on an Interim Basis to (A) Obtain Senior Secured Non-Priming Superpriority Replacement Postpetition Financing and (B) Use Cash Collateral, (II) Authorizing the Debtors To Refinance Existing Postpetition Financing on a Final Basis, (III) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Secured Parties on a Final Basis, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief*, which is appended hereto as Exhibit A (the “**Further Revised Proposed Replacement Interim DIP Order**”). A change-page-only redline comparing the Further Revised Proposed Replacement Interim DIP Order and the Revised Proposed Replacement Interim DIP Order is appended hereto as Exhibit B.

PLEASE TAKE FURTHER NOTICE THAT the Debtors have substantially completed the contemplated DIP payoff letter, which is filed herewith, attached to the Further Revised Proposed Replacement Interim DIP Order as **Exhibit 6** (the “**DIP Payoff Letter**”).

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Dated: February 1, 2023
Houston, Texas

Respectfully submitted,

/s/ Alfredo R. Pérez

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*Proposed Attorneys for Debtors
and Debtors in Possession*

Certificate of Service

I hereby certify that on February 1, 2023, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Alfredo R. Pérez

Alfredo R. Pérez